TRANSCORP® INTERNATIONAL LTD.

Regd. Office: Plot No. 3, HAF Pocket, Sec. 18A, Dwarka, Phase-II, New Delhi-110075
CIN: L51909DL1994PLC235697
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POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.

1. Name and registered address of the Sole/first named shareholder
2. Name(s) of joint shareholder(s) if any (in block letters)
3. DP Id No./Client Id No./Registered Folio No.*
   (*applicable to investors holding shares in physical form)
4. Number of equity shares held
5. I/We hereby exercise my/our vote(s) in respect of the special resolution to be passed through postal ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing tick (a) marks in the appropriate box as given below:

Item No.	Description	No. of shares	I/We assent to the resolution	I/We dissent to the resolution
1.	Special Resolution under section 186 of Companies Act, 2013 for authorizing Board to further invest in Equity of wholly owned subsidiary of the company named Ritco Travels and Tours Private Limited upto Rs. 2 Crores			

Place:	Signature of the shareholder
Date:	(must be as per specimen signatures registered with the company)

ELECTRONIC VOTING PARTICULARS

Even (e-Voting EVENT No.)	User ID	Password/PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote

GENERAL INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences on and from 15th August, 2014 and ends on 10th September, 2014.
4. The result of the voting on the Resolution will be declared at Transcorp International Limited, 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004 on 15th September, 2014 at EOGM.
5. Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

   Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: The Company Secretary, Transcorp International Limited, 5th Floor, Transcorp Towers, Moti Doongri Road, Jaipur-302004, Rajasthan or email grievance@transcorpint.com.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self addressed envelope bears the address of the scrutinizer appointed by the board of directors of the company.
3. There will be only one postal ballot form for every folio/client ID.
4. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository/RTA. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. In case of shares held by companies, trust, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of their board resolution/authority. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed postal ballot form should reach the company before closing of the business hours on 6.00 PM on 10th September, 2014. Postal ballot form received after this date will be strictly treated as not received.
6. The Notice is being dispatched to all the Members by post (permitted modes) (and electronically by e-mail to those members who have registered their E-mail IDs with the Company), whose name appear in the Register of Members / Record of Depositories as on Friday, the 1st August, 2014.
7. The vote should be cast either in favour or against the resolution(s) by putting the tick [✔] mark in the column provided for assent or dissent. A member need not use all his votes nor does he need to cast all his votes in the same way. If a member desire to cast only a part of his/her/its votes or cast part of them in favour and part of them against the resolution, the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.

INSTRUCTIONS FOR E-VOTING

The Company is pleased to offer E-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

1. For Shareholders who have registered email IDs: e-mail message contains your User ID and Password for e-voting. Please note that the Password is an initial Password only.
2. For shareholders who have not registered their email IDs: Please refer to the user id and password printed on the Postal Ballot Form.

   Please note that the password is an initial password.
3. Open internet browser by typing the URL https://www.evoting.nsdl.com/
4. Put User ID and password as initial password noted above (point 1 & 2) and login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, the system will prompt you to select the EVEN i.e., Transcorp International Limited
9. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting.

   Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
10. Voting period commences on and from 9.00 a.m. 15th August, 2014 and ends at 6.00 p.m. on 10th September, 2014.
11. Cast your vote by selecting appropriate option and click on "Submit' and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
13. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at anandjain175@hotmail.com or at grievance@transcorpint.com with a copy marked to evoting@nsdl.co.in
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact Company Secretary, Transcorp International Limited at grievance@transcorpint.com .